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RECORDATION NO. 20834

AUG 25 '97

11-40 AM

OF COUNSEL  
URBAN A. LESTER

August 25, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 20834 FILED

AUG 25 '97

11-40 AM

AUG 25 11 36 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Massachusetts Bay Transportation Authority (1997-E-COM)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Agreement (1997-E), dated as of August 22, 1997, a primary document and two (2) copies each of the following secondary documents related thereto: Lease Supplement (1997-E)(AMF), dated August 22, 1997, Lease Supplement (1997-E)(Bombardier), dated as of August 22, 1997, Lease Supplement (1997-E)(Green Line), dated August 22, 1997, Lease Supplement (1997-E)(Red Line), dated August 22, 1997, Sublease Agreement, (1997-E)(AMF), dated as of August 22, 1997, Sublease Supplement (1997-E)(Bombardier), dated August 22, 1997, Sublease Supplement (1997-E)(Green Line), Sublease Supplement (1997-E)(Red Line), Sublease Supplement (1997-E), Equipment Pledge Agreement (1997-E), dated as of August 22, 1997 and Loan and Security Agreement (1997-E), dated as of August 22, 1997.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement (1997-E)  
and  
Lease Supplements (1997-E)

Head Lessor: Massachusetts Bay Transportation Authority  
10 Park Plaza  
Boston, Massachusetts 02116

Head Lessee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Mr. Vernon A. Williams  
August 25, 1997  
Page 2

Sublease Agreement (1997-E)  
and  
F → Sublease Supplements (1997-E)

Sublessor: Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19890

Sublessee: Massachusetts Bay Transportation Authority  
10 Park Plaza  
Boston, Massachusetts 02116

Equipment Pledge Agreement (1997-E)

Pledgor: Massachusetts Bay Transportation Authority  
10 Park Plaza  
Boston, Massachusetts 02116

Pledgee: Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19890

Loan and Security Agreement (1997-E)

Borrower: Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19890

Lender: AMBAC Investments Inc.  
One State Street Plaza  
New York, New York 10004

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule 7 attached to each of the Lease Supplements.

Also enclosed is a check in the amount of \$288.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
August 25, 1997  
Page 3

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

20834-F  
RECORDATION NO. FILED

SUBLEASE SUPPLEMENT (1997-E-COM)

AMF

AUG 25 '97

11-40 AM

THIS SUBLEASE SUPPLEMENT (1997-E-COM) dated August 22, 1997, between WILMINGTON TRUST COMPANY a national banking association, not in its individual capacity, but solely as Trustee, except as otherwise provided herein (the "Sublessor"), and MASSACHUSETTS BAY TRANSPORTATION AUTHORITY (the "Sublessee");

WHEREAS, the Sublessor and the Sublessee have heretofore entered into the Sublease Agreement, dated as of August 22, 1997 (the "Sublease"), which Sublease provides for the execution and delivery of Sublease Supplements in substantially the form hereof for the purpose of subleasing the Items of Equipment when delivered by the Sublessor to the Sublessee in accordance with the terms thereof. All of the terms and provisions of the Sublease are hereby incorporated by reference in this Sublease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the Participation Agreement, and the rules of usage set forth therein shall apply thereto).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Sublease, the Sublessor hereby delivers and subleases to the Sublessee, and the Sublessee hereby accepts and subleases from the Sublessor, under the Sublease as herein supplemented, the Items of Equipment described (both by car number and Equipment Value) in Exhibit F hereto. Attached as Exhibits A through E hereto is certain other information referenced in the Sublease.

To the extent, if any, that this Sublease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Sublease Supplement may be created through the transfer or possession of any counterpart other than the original counterpart containing the receipt therefor executed by the Lender on the signature page thereof.

THIS SUBLEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE WITHOUT REFERENCE TO ANY CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Sublease Supplement to be duly executed by its authorized officer on the day and year first above written.

SUBLESSOR:

WILMINGTON TRUST COMPANY  
not in its individual capacity,  
but solely as Trustee

By: \_\_\_\_\_

Name:

JAMES P. LAUER

Title:

VP

SUBLESSEE:

MASSACHUSETTS BAY TRANSPORTATION  
AUTHORITY

By: \_\_\_\_\_

Name:

Jonathon R. Davis

Title:

CFO

CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS SUBLEASE SUPPLEMENT HAVE BEEN ASSIGNED TO AND ARE SUBJECT TO A FIRST PRIORITY SECURITY INTEREST IN FAVOR OF THE UNDERSIGNED, AS THE LENDER UNDER THE LOAN AGREEMENT (1997-E-COM) DATED AS OF AUGUST 22, 1997. THIS AGREEMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE UNDERSIGNED, ON THE PAGE FOLLOWING THE SIGNATURE PAGES THEREOF. SEE SECTION 22(b) OF THE SUBLEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Receipt of this original counterpart of the foregoing Sublease Supplement is hereby acknowledged on this 22nd day of August, 1997.

AMBAC INVESTMENTS INC.

By: 

Name: *David Weissman*  
Title: *First V.P.*

STATE OF NEW YORK     )  
                                   )  
COUNTY OF NEW YORK    )

On this 22nd day of August, 1997 before me personally appeared David J. Weissman to me personally known, who being by me duly sworn, says that he is the Vice President of AMBAC Investments Inc., a corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



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Robert M. Vilter

My commission expires February 14, 1998

ROBERT M. VILTER  
Notary Public, State of New York  
No. 02VI5023698  
Qualified in New York County *98*  
Commission Expires Feb. 14, 1998

Exhibit A  
to  
Sublease

**Basic Rent**

(As a percentage of Equipment Value of each Item of Equipment)  
AMF Locomotives

| Payment<br>Date | Allocated Basic Rent  |                       |                     | Basic Rent<br>Payments |
|-----------------|-----------------------|-----------------------|---------------------|------------------------|
|                 | Advance<br>Basic Rent | Arrears<br>Basic Rent | Total<br>Basic Rent |                        |
| Aug 22 1997     | 0                     | 0                     | 0                   | 0                      |
| Jan 1 1998      | 0                     | 3.19069055            | 3.19069055          | 0                      |
| Jul 1 1998      | 0                     | 8.90425269            | 8.90425269          | 0                      |
| Jan 1 1999      | 0                     | 0                     | 0                   | 0                      |
| Jul 1 1999      | 0                     | 8.90425269            | 8.90425269          | 0                      |
| Jan 1 2000      | 0                     | 0                     | 0                   | 0                      |
| Jul 1 2000      | 0                     | 8.90425269            | 8.90425269          | 0                      |
| Jan 1 2001      | 0                     | 0                     | 0                   | 0                      |
| Jul 1 2001      | 0                     | 0                     | 0                   | 0                      |
| Jan 1 2002      | 0                     | 8.90425269            | 8.90425269          | 8.90425269             |
| Jul 1 2002      | 0                     | 0                     | 0                   | 0                      |
| Jan 1 2003      | 0                     | 9.25877386            | 9.25877386          | 9.25877386             |
| Jul 1 2003      | 0                     | 0                     | 0                   | 0                      |
| Jan 1 2004      | 10.16980289           | 10.88297551           | 21.0527784          | 21.0527784             |
| Jul 1 2004      | 0                     | 0.71317262            | 0.71317262          | 0.71317262             |
| Jan 1 2005      | 10.17391404           | 0                     | 10.17391404         | 10.17391404            |
| Jul 1 2005      | 0.70906147            | 0                     | 0.70906147          | 0.70906147             |
| Jan 1 2006      | 10.18149681           | 0                     | 10.18149681         | 10.18149681            |
| Jul 1 2006      | 0                     | 0.7014787             | 0.7014787           | 0.7014787              |
| Jan 1 2007      | 10.19297439           | 0                     | 10.19297439         | 10.19297439            |
| Jul 1 2007      | 0                     | 0.69000112            | 0.69000112          | 0.69000112             |
| Jan 1 2008      | 0                     | 0                     | 0                   | 29.90344861            |
|                 | 41.4272496            | 61.05410312           | 102.4813527         | 102.4813527            |

Basic Term Expiration Date: Jan 1 2008



Exhibit B

to

Sublease

**Renewal Rent**

(As a percentage of Equipment Value of each Item of Equipment)

AMF Locomotives

| Payment<br>Date | Allocated Renewal Rent  |                         |                       | Renewal Rent<br>Payments |
|-----------------|-------------------------|-------------------------|-----------------------|--------------------------|
|                 | Advance<br>Renewal Rent | Arrears<br>Renewal Rent | Total<br>Renewal Rent |                          |
| Jan 1 2008      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2008      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2009      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2009      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2010      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2010      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2011      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2011      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2012      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2012      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2013      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2013      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2014      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2014      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2015      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2015      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2016      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2016      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2017      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2017      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2018      | 13.7997                 | 0                       | 13.7997               | 13.7997                  |
| Jul 1 2018      | 0                       | 0                       | 0                     | 0                        |
| Jan 1 2019      | 1.9549575               | 0                       | 1.9549575             | 1.9549575                |
| Feb 22 2019     | 0                       | 0                       | 0                     | 0                        |
|                 | <u>153.7516575</u>      | <u>0</u>                | <u>153.7516575</u>    | <u>153.7516575</u>       |

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**Sublease**

**Stipulated Loss Value**

(As a percentage of Equipment Value of each Item of Equipment)

## AMF Locomotives

| Stipulated<br>Loss Value<br>Determination<br>Date | Stipulated<br>Loss Value |
|---|--------------------------|
| Aug 22 1997                                       | 78.66825236              |
| Jan 1 1998  | 80.73790913              |
| Jul 1 1998  | 80.55586831              |
| Jan 1 1999  | 84.3470905               |
| Jul 1 1999  | 83.28652662              |
| Jan 1 2000  | 86.49552786              |
| Jul 1 2000  | 84.45052739              |
| Jan 1 2001  | 86.9929845               |
| Jul 1 2001  | 89.41492463              |
| Jan 1 2002  | 83.02526806              |
| Jul 1 2002  | 85.28536919              |
| Jan 1 2003  | 78.37823376              |
| Jul 1 2003  | 80.45476358              |
| Jan 1 2004  | 71.73260114              |
| Jul 1 2004  | 62.28034137              |
| Jan 1 2005  | 63.77486363              |
| Jul 1 2005  | 54.77075918              |
| Jan 1 2006  | 55.28495053              |
| Jul 1 2006  | 45.28922759              |
| Jan 1 2007  | 46.21867657              |
| Jul 1 2007  | 35.91669565              |
| Jan 1 2008  | 36.52767179              |
| Jul 1 2008  | 22.80354643              |
| Jan 1 2009  | 22.89137428              |
| Jul 1 2009  | 8.64868093               |
| Jan 1 2010  | 8.29848138               |
| Jul 1 2010  | 0                        |
| and thereafter<br>through<br>Feb 22 2019          | 0                        |

Exhibit D  
to  
Sublease

**Termination Value**

(As a percentage of Equipment Value of each Item of Equipment)  
AMF Locomotives

| Termination<br>Value<br>Determination<br>Date | Termination<br>Value |
|---|----------------------|
| Aug 22 1997                                   | 78.66825236          |
| Jan 1 1998                                    | 80.73790913          |
| Jul 1 1998                                    | 80.55586831          |
| Jan 1 1999                                    | 84.3470905           |
| Jul 1 1999                                    | 83.28652662          |
| Jan 1 2000                                    | 86.49552786          |
| Jul 1 2000                                    | 84.45052739          |
| Jan 1 2001                                    | 86.9929845           |
| Jul 1 2001                                    | 89.41492463          |
| Jan 1 2002                                    | 83.02526806          |
| Jul 1 2002                                    | 85.28536919          |
| Jan 1 2003                                    | 78.37823376          |
| Jul 1 2003                                    | 80.45476358          |
| Jan 1 2004                                    | 71.73260114          |
| Jul 1 2004                                    | 62.28034137          |
| Jan 1 2005                                    | 63.77486363          |
| Jul 1 2005                                    | 54.77075918          |
| Jan 1 2006                                    | 55.28495053          |
| Jul 1 2006                                    | 45.28922759          |
| Jan 1 2007                                    | 46.21867657          |
| Jul 1 2007                                    | 35.91669565          |
| Jan 1 2008                                    | 36.52767179          |
| Jul 1 2008                                    | 22.80354643          |
| Jan 1 2009                                    | 22.89137428          |
| Jul 1 2009                                    | 8.64868093           |
| Jan 1 2010                                    | 8.29848138           |
| Jul 1 2010                                    | 0                    |
| and thereafter<br>through                     |                      |
| Feb 22 2019                                   | 0                    |

Exhibit E

to

Sublease

**Agreed Purchase Option Price**

(As a percentage of Equipment Value of each Item of Equipment)

AMF Locomotives

| Agreed<br>Purchase<br>Option Price<br>Payment<br><u>Date</u> | Agreed<br>Purchase<br>Option Price<br>Payment<br><u>Amount</u> |
|--|--|
| Jan 1 2008   | 14.6950855   |
| Apr 15 2008  | 5.45814658   |
| Jun 15 2008  | 5.45814658   |
| Sep 15 2008  | 5.45814658   |
| Dec 15 2008  | 5.45814658   |
|  | <u>36.52767182</u>   |

**Exhibit F**  
**DESCRIPTION OF THE ITEMS OF EQUIPMENT**

**REMANUFACTURED EMD LOCOMOTIVES**

**Equipment Lot - AMF**

**Eight (8) EMD locomotives remanufactured by AMF Technotransport, Inc.  
bearing the identification numbers listed below:**

**Number**

**1115**

**1116**

**1123**

**1128**

**1129**

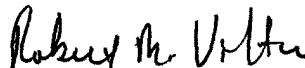
**1130**

**1133**

**1138**

STATE OF NEW YORK     )  
                                      )  
COUNTY OF NEW YORK    )

On this 22nd day of August, 1997 before me personally appeared Jonathan R. Davis to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer of The Massachusettes Bay Transportation Authority, a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



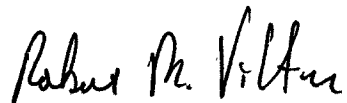
Robert M. Vilter

My commission expires 2/14/98

ROBERT M. VILTER  
Notary Public, State of New York  
No. 02VI5023698  
Qualified in New York County 98  
Commission Expires Feb. 14, 1998

STATE OF NEW YORK     )  
                                      )  
COUNTY OF NEW YORK    )

On this 22nd day of August, 1997 before me personally appeared James P. Lawler to me personally known, who being by me duly sworn, says that he is the Vice President of Wilmington Trust Company, a Delaware banking corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



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Robert M. Vilter

My commission expires February 14, 1998

**ROBERT M. VILTER**  
Notary Public, State of New York  
No. 02VI5023698  
Qualified in New York County 98  
Commission Expires Feb. 14, 1998